

RECORDATION NO. 22581-III FILED

APR 04 '06

4-36 PM

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

SURFACE TRANSPORTATION BOARD



**VIA UPS 2<sup>nd</sup> DAY AIR**

March 31, 2006

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated March 13, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22581.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: RailAmerica, Inc  
5300 Broken Sound Blvd., NW  
Boca Raton, FL 33487

A description of the railroad equipment covered by the enclosed document is forty-eight (48) 52'6" 100-ton truck, 2494 cu. ft. capacity gondola cars marked RSS (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:      Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (347) 384-5355.  
Thank you for your cooperation in this matter.

Very truly yours,

*Susan Grokulskey*

Susan Grokulskey  
Manager of Documentation

Enclosures

(CSCD118)

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ASSGN. NO. CSCD118

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

13th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the day of March 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 15, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 112 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 1, 2005, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: VICE PRESIDENT SALES & MARKETING

By: Susan Grokulskey

Name: SUSAN GROKULSKY

Title: MANAGER OF DOCUMENTATION Executed on this 13th day of March, 2006.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

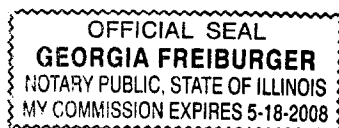
WITNESS my hand and official stamp or seal, this 13th day of March, 2006

[Signature]  
Notary Public

My Commission Expires:

5-2008

(Notary Public)



LESSEE:

CASCADE AND COLUMBIA RIVER RAILROAD CO.

By: Sandra K. Franger

Name: Sandra K. Franger

Title: VP - Contracts

ATTEST:

By: David McCloud

Name: David McCloud

Title: Manager - Fleet

Executed on this 28TH day of February, 2006.

[CORPORATE SEAL]

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I, KRISTIN DUNLAP a Notary Public of the County and State  
aforesaid, certify that SANDRA K. FRANGER personally appeared before me this  
day and acknowledged her due execution of the foregoing Memorandum of Lease.

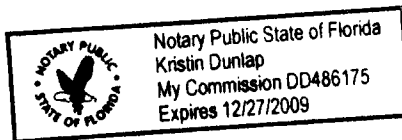
WITNESS my hand and official stamp or seal, this 28th day of Feb., 2006.

Kristin Dunlap  
Notary Public

Commission Expires:

12.27.09

(Notary Public)



PERSONALLY KNOWN:  
PRODUCED I.D.:

JK

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Forty-eight (48)

DESCRIPTION OF CARS: 52'6", 100-ton truck, 2494 cu. ft. capacity gondola cars.

CAR NUMBERS:

RSS	002001	RSS	002039
RSS	002002	RSS	002040
RSS	002003	RSS	002041
RSS	002004	RSS	002042
RSS	002005	RSS	002043
RSS	002006	RSS	002044
RSS	002007	RSS	002045
RSS	002008	RSS	002046
RSS	002009	RSS	002047
RSS	002010	RSS	002048
RSS	002011	RSS	002049
RSS	002012	RSS	002050
RSS	002013		
RSS	002014		
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